


BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

DOCKET NO. 2000-0120-C - ORDER NO. 2000-606

JULY 25, 2000

IN RE: Application of One Call Communications, Inc. d/b/a Opticom for Approval of Transfer of Assets from Cleartel Communications, Inc. to One Call Communications, Inc. d/b/a Opticom.)	ORDER GRANTING MOTION FOR EXPEDITED REVIEW AND APPROVING TRANSFER OF ASSETS
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This matter comes before the Public Service Commission of South Carolina ("Commission") on the Application filed by One Call Communications, Inc. d/b/a Opticom. ("One Call" or the "Applicant") requesting Commission approval of a transfer of selected assets from Cleartel Communications, Inc. ("Cleartel") and Cleartel Marketing, LLC ("Cleartel Marketing") to One Call. The Application was filed pursuant to S.C. Code Ann. Section 58-9-310 (Supp. 1999) and the applicable regulations of the Commission. Subsequent to the filing of the Application, One Call requested expedited review and disposition of the Application.

One Call is an Indiana corporation that is headquartered at 801 Congressional Boulevard, Suite 100, Carmel, Indiana. One Call was authorized to provide intrastate interexchange telecommunications services and operator services in South Carolina in Docket No. 90-114-C, Order No. 91-33, dated January 9, 1991.

Cleartel is a corporation organized under the laws of the District of Columbia. Cleartel was authorized to operate as a reseller of intrastate interexchange

telecommunications services, including operator services, in South Carolina in Docket No. 97-209-C, Order No. 97-873, dated October 14, 1997. Cleartel Marketing is a Delaware limited liability company which was created on December 20, 1999, as a wholly owned subsidiary of Cleartel.

In January 2000, One Call and Cleartel signed an asset purchase agreement (“Agreement”) pursuant to which they agreed that One Call would acquire selected assets from Cleartel through One Call’s purchase of and merger with Cleartel Marketing. The assets to be acquired include: (1) all of the 0+ customer contracts of Cleartel ; (2) all of the 1+ domestic customer contracts of Cleartel; (3) a portion of the 1+ international customer contracts of Cleartel; and (4) all promissory notes and written agreements of 0+ Customers evidencing indebtedness owed to Cleartel.

Cleartel created the affiliated wholly-owned Cleartel Marketing to which it transferred substantially all of its 1+, international 1+, and 0+ operator service contracts. Cleartel then sold all of its interest in Cleartel Marketing to One Call pursuant to the Agreement. Cleartel Marketing then becomes a wholly owned subsidiary entity of One Call which is subsequently merged into One Call. One Call is the surviving entity which will own all of the assets of Cleartel Marketing.

By letter dated April 17, 2000, the Commission’s Executive Director instructed the One Call to publish a prepared Notice of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notice of Filing was to provide notice of the Application to any interested parties and to advise interested parties of the manner and time in which to file pleadings to participate in the docket. One Call

filed Affidavits of Publication as proof that it had complied with the instructions of the Executive Director. No Petitions to Intervene, letters of protest, or comments were received by the Commission with regard to the instant Application.

MOTION FOR EXPEDITED REVIEW

Subsequent to notice of the Application being published and after the return date expired with no intervention or opposition, One Call requested expedited review and disposition of the Application. Along with the Motion for Expedited Review, One Call filed verified testimony to support the Application. The matter was brought then to the Commission for consideration.

Upon consideration of the One Call's request for expedited review, the Commission finds that expedited review should be granted. By its request, One Call waives its right to a formal hearing. The Commission finds that notice of the Application was properly afforded to the public and that no interested person sought to become a party to the proceeding. The Commission finds that procedural due process was afforded in this matter and further finds that One Call made a knowing waiver of a formal hearing. Therefore, the Commission will consider the Application in the context of its regularly scheduled weekly meeting, with court reporter present, and for purposes of the expedited review, the Commission will deem the examination of the Application and verified testimony during the course of the Commission's regularly scheduled meeting with court reporter present as a hearing on this matter.

EXAMINATION OF THE APPLICATION AND VERIFIED TESTIMONY

By the Application, One Call seeks to acquire (1) all of the 0+ customer contracts of Cleartel; (2) all of the 1+ domestic customer contracts of Cleartel; (3) a portion of the 1+ international customer contracts of Cleartel; and (4) all promissory notes and written agreements of 0+ Customers evidencing indebtedness owed to Cleartel. The result of the transaction is that One Call will provide services in South Carolina for the transferred Customer Contracts. In support of the Application, One Call filed the verified testimony of Ann C. Bernard, Corporate Counsel for One Call.

According to the Application and the verified testimony of Ms Bernard, One Call is an Indiana corporation that is headquartered at 801 Congressional Boulevard, Suite 100, Carmel, Indiana. One Call was authorized to provide intrastate interexchange telecommunications services and operator services in South Carolina in Docket No. 90-114-C, Order No. 91-33, dated January 9, 1991. Cleartel is a corporation organized under the laws of the District of Columbia. Cleartel was authorized to operate as a reseller of intrastate interexchange telecommunications services, including operator services, in South Carolina in Docket No. 97-209-C, Order No. 97-873, dated October 14, 1997. Cleartel Marketing is a Delaware limited liability company which was created on December 20, 1999, as a wholly owned subsidiary of Cleartel.

Ms. Bernard offers that the transfer of assets will be made in a seamless fashion that will not adversely affect the provision of services to Cleartel's customers in South Carolina. Further, Ms. Bernard testified that One Call's financial ability will not be impaired by this transaction and that after the transfer the customers will be served by the

experienced and highly qualified team of telecommunications personnel of One Call, at rates, terms, and conditions comparable to those currently available. Ms. Bernard stated that Cleartel will notify all 0+ and 1+ Customers that One Call will become the telecommunications provider for those customers and that the transfer will be transparent from the perspective of the customers which are the subject of the transfer. Ms. Bernard also offered that approval of the transfer of assets is in the public interest as it will (1) enable One Call to continue to expand its operations, (2) enhance One Call's ability to do business while not altering the service it delivers to its South Carolina customers, and (3) enhance competition in the telecommunications market in South Carolina.

Upon review and consideration of the Application, the verified testimony of Ms. Bernard, and the applicable law, the Commission hereby issues its findings of fact and conclusions of law:

FINDINGS OF FACT

1. One Call is an Indiana corporation that is headquartered at 801 Congressional Boulevard, Suite 100, Carmel, Indiana. One Call was authorized to provide intrastate interexchange telecommunications services and operator services in South Carolina in Docket No. 90-114-C, Order No. 91-33, dated January 9, 1991.

2. Cleartel is a corporation organized under the laws of the District of Columbia. Cleartel was authorized to operate as a reseller of intrastate interexchange telecommunications services, including operator services, in South Carolina in Docket No. 97-209-C, Order No. 97-873, dated October 14, 1997. Cleartel Marketing is a

Delaware limited liability company which was created on December 20, 1999, as a wholly owned subsidiary of Cleartel.

3. In January 2000, One Call and Cleartel signed an asset purchase agreement (“Agreement”) pursuant to which they agreed that One Call would acquire selected assets from Cleartel through One Call’s purchase of and merger with Cleartel Marketing. The assets to be acquired include: (1) all of the 0+ customer contracts of Cleartel; (2) all of the 1+ domestic customer contracts of Cleartel; (3) a portion of the 1+ international customer contracts of Cleartel; and (4) all promissory notes and written agreements of 0+ Customers evidencing indebtedness owed to Cleartel.

4. Upon approval of the Agreement, One Call will become the telecommunications provider for the customers formerly of Cleartel, and One Call will maintain its authority to operate in South Carolina as granted by the Commission by Order No. 97-892 (October 16, 1997) in Docket No. 97-127-C.

5. The asset transfer will be a seamless transaction for the customers subject to the transfer. Further, Cleartel will notify all affected customers of the transaction.

6. The transaction should enable One Call to continue to expand its operations, (2) enhance One Call’s ability to do business while not altering the service it delivers to its South Carolina customers, and (3) enhance competition in the telecommunications market in South Carolina.

CONCLUSIONS OF LAW

1. One Call is experienced in providing telecommunications services and desires to expand its operations in South Carolina and elsewhere.
2. Based on the above Findings of Fact, the Commission hereby determines that the Application filed by One Call requesting Commission approval of a proposed Agreement will not adversely affect the public interest, and therefore, the Commission approves the requested asset transfer.

IT IS THEREFORE ORDERED THAT:

1. The Application of One Call for approval of a transfer of assets is hereby approved.
2. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

Chairman

ATTEST:

Executive Director

(SEAL)

Delaware limited liability company which
wholly owned subsidiary of Cleartel.

3. In January 2000, One Call purchase agreement ("Agreement") pursuant to which I would acquire selected assets from Cleartel through One Call's purchase of and merger with Cleartel Marketing. The assets to be acquired include: (1) all of the 0+ customer contracts of Cleartel; (2) all of the 1+ domestic customer contracts of Cleartel; (3) a portion of the 1+ international customer contracts of Cleartel; and (4) all promissory notes and written agreements of 0+ Customers evidencing indebtedness owed to Cleartel.

4. Upon approval of the Agreement, One Call will become the telecommunications provider for the customers formerly of Cleartel, and One Call will maintain its authority to operate in South Carolina as granted by the Commission by Order No. 97-892 (October 16, 1997) in Docket No. 97-127-C.

5. The asset transfer will be a seamless transaction for the customers subject to the transfer. Further, Cleartel will notify all affected customers of the transaction.

6. The transaction should enable One Call to continue to expand its operations, (2) enhance One Call's ability to do business while not altering the service it delivers to its South Carolina customers, and (3) enhance competition in the telecommunications market in South Carolina.